

CLARKE ANDREW C

Form 4

August 02, 2005

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CLARKE ANDREW C**

(Last) (First) (Middle)

430 AIRPORT ROAD

(Street)

GREENEVILLE, TN 37745

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**FORWARD AIR CORP [FWRD]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/29/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

CFO &amp; Senior VP

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        |                  | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price |                                                                                               |                                                          |                                   |
| Common Stock                    | 07/29/2005                           |                                                    | M                              |                                                                   | 3,000  | A \$ 13.25       | 5,740                                                                                         | D                                                        |                                   |
| Common Stock                    | 07/29/2005                           |                                                    | S                              |                                                                   | 3,000  | D \$ 34.85       | 2,740                                                                                         | D                                                        |                                   |
| Common Stock                    | 08/01/2005                           |                                                    | M                              |                                                                   | 1,055  | A \$ 13.25       | 3,795                                                                                         | D                                                        |                                   |
| Common Stock                    | 08/01/2005                           |                                                    | S                              |                                                                   | 1,055  | D \$ 35.15       | 2,740 <sup>(1)</sup>                                                                          | D                                                        |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (Right to Buy)                | \$ 13.25                                               | 07/29/2005                           |                                                    | M                              | 3,000                                                                          | 02/07/2004 02/07/2013                                    | Common Stock                                                  | 3,000                         |
| Stock Option (Right to Buy)                | \$ 13.25                                               | 08/01/2005                           |                                                    | M                              | 1,055                                                                          | 02/07/2004 02/07/2013                                    | Common Stock                                                  | 1,055                         |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships                    |
|--------------------------------------------------------------|----------------------------------|
|                                                              | Director 10% Owner Officer Other |
| CLARKE ANDREW C<br>430 AIRPORT ROAD<br>GREENEVILLE, TN 37745 | X CFO & Senior VP                |

## Signatures

By: /s/ Lera Doherty,  
Attorney-in-Fact 08/02/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes 353 shares acquired in June 2005 under the Issuer's employee stock purchase plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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